IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	
LG.PHILIPS DISPLAYS USA, INC.,	Chapter 11
	Case No. 06-10245 (BLS)
Debtor.	

ADMINISTRATIVE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS
(relates to Docket No. 16)

UPON CONSIDERATION OF the Motion for Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (Docket No. 16) (the "Motion") filed by the debtor, LG.Philips Displays USA, Inc. (the "Debtor"); the Court having reviewed the Motion, and having heard the statements of counsel and evidence adduced with respect to the Motion at a hearing before the Court on the Motion (the "Hearing"); and the Court finding that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (ii) venue is proper in this district pursuant to 28 U.S.C. § 1409; (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and (iv) notice of the Motion and the Hearing was sufficient under the circumstances; and after due deliberation the Court having determined that the relief requested in the Motion is in the best interests of the Debtor, the estate, and the Debtor's creditors, and good and sufficient cause having been shown;

IT IS HEREBY ORDERED as follows:

1. The Motion is GRANTED. All capitalized terms not otherwise defined herein shall have the respective meanings set forth in the Motion.

2. Except as otherwise provided in further orders of the Court, all Professionals (as defined in the Motion) may seek approval of interim compensation and reimbursement of expenses in accordance with the following procedures:

I. Monthly Fee Requests.

A. On or after the 25th day of each calendar month, each Professional seeking interim compensation may file an application (the "Monthly Fee Application") with the Court pursuant to 11 U.S.C. § 331 for interim approval and allowance of compensation for services rendered and reimbursement of expenses incurred during the immediately preceding month (the "Compensation Period") and serve it upon (i) LG.Philips Displays USA, Inc., Attn: Patrick Canavan, 9335 Airway Road, Suite 211, San Diego, CA 92154; (ii) Pepper Hamilton LLP, 1313 Market Street, Suite 5100, Wilmington, DE 19801, Attention: David B. Stratton, Esq.; (iii) Clifford Chance US LLP, 31 West 52nd St., New York, NY 10019-6131, Attn: David A. Sullivan, Esq. and Landis Rath & Cobb LLP, 919 Market Street, Suite 600, Wilmington, Delaware 19801, Attn: Adam G. Landis, Esq.; (iv) counsel for each official committee appointed in this Chapter 11 case (and if counsel is not appointed, to the chair of such committee); and (v) the Office of the United States Trustee, 844 King Street, Room 2311, Lockbox 35, Wilmington, DE 19801 (each a "Notice Party" and, collectively, the "Notice Parties").

B. Each Monthly Fee Application shall comply with title 11 of the United States Code (the "Bankruptcy Code"), the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), applicable Third Circuit law and the local rules of this Court (the "Local Rules") and shall be served upon all Notice Parties.

C. Each Notice Party will have twenty (20) days after service of a Monthly Fee Application to object thereto (the "Objection Deadline"). All objections must be in writing and must be filed with the Court and served upon the Professional affected by such objections and each of the Notice Parties.

D. In the event no objection is filed by the Objection Deadline, the Professional or the Debtor's counsel on its behalf or on the behalf of a Professional may file a certificate of no objection, in substantially the form attached hereto as **Exhibit A**, or certificate of partial objection with the Court, whichever is applicable, after which the Debtor is authorized to pay each Professional an amount (the "Actual Interim Payment") equal to the lesser of (i) eighty

percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the Monthly Fee Application (the "Maximum Payment") and (ii) eighty percent (80%) of the fees and one hundred (100%) percent of the expenses that are not subject to an objection, but only to the extent consistent with any interim or final order approving the Debtor's use of cash collateral (as defined in § 363(a) of the Bankruptcy Code).

E. In the event that an objection is timely filed, served and received and such objection is not otherwise resolved, or the Court otherwise determines that a hearing should be held with respect to a Monthly Fee Application, a hearing to consider such objection and the applicable Monthly Fee Application will be held at the first scheduled omnibus hearing date following the fifth day after the Objection Deadline with respect to said Monthly Fee Application or such other date as the Court may fix. If no objection is filed and the Court schedules a hearing with respect to a Monthly Fee Application, notice of such hearing will be served by the relevant Professional to the Notice Parties.

F. Neither the payment of, nor the failure to pay, in whole or in part, monthly interim compensation and reimbursement as provided herein shall bind any party-in-interest or the Court with respect to any Monthly Fee Application or the allowance of applications for compensation and reimbursement of Professionals.

II. Interim Fee Applications.

G. Beginning with the period ending on the last day of the month in which the 90th day after the Petition Date falls, and at three-month intervals thereafter (each an "Interim Period"), each Professional shall file with the Court and serve on the Notice Parties an interim application request for allowance of compensation and reimbursement of expenses, pursuant to 11 U.S.C. § 331, relating to amounts sought in the Monthly Fee Applications filed during such period (an "Interim Fee Application Request"). The Interim Fee Application Request, substantially in the form of **Exhibit B** attached hereto, must include a summary of the Monthly Fee Applications that are the subject of the request and any other information requested by the Court or required by the Local Rules. For purposes of Del. Bankr. LR 2016-1, Monthly Fee Applications may be incorporated by reference into the Interim Fee Application Request. Any Interim Fee Application Request should be filed and served within 45 days of the conclusion of each Interim Period.

H. Any Professional who fails to file an Interim Fee Application Request when due will be ineligible to receive further interim

payments of fees or expenses under the compensation procedures until such time as the Interim Fee Application Request is submitted.

I. The Debtor may request that the Court schedule a hearing on Interim Fee Applications once every three (3) months (or at such other intervals as the Court deems appropriate), but if no objections are filed to such Interim Fee Application Requests, the Court may nevertheless consider the Interim Fee Application Requests without a hearing.

J. The pendency of an objection to payment of compensation or reimbursement of expenses will not disqualify a Professional from future payment of compensation or reimbursement of expenses under the Compensation Procedures, unless the Court orders otherwise.

K. All fees and expenses paid to Professionals under the Compensation Procedures are subject to disgorgement until final allowance by the Court.

III. Final Fee Applications.

L. Professionals shall file final applications for compensation and reimbursement by such deadline as may be established in a confirmed Chapter 11 plan or in an order of this Court. All final applications shall comply with the applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Local Rules and orders of this Court, or in accordance with such other procedures as this Court may authorize by separate order.

IV. Notices and Other Procedures.

M. Copies of all Monthly Fee Applications, Interim Fee Application Requests, final fee applications, and notices of any hearings thereon (each a "Hearing Notice") must be served only upon the Notice Parties. All other parties who file a request for service of notices pursuant to Fed. R. Bankr. P. 2002(i) shall be entitled to receive only a copy of a notice in connection with each Interim Fee Application Request and each Hearing Notice.

N. To the extent the member of any official committee seeks reimbursement of its expenses, it shall submit its statements of expenses and supporting vouchers to counsel for the respective committee (or, if no counsel is retained, to the chair of the committee), who will collect and submit such requests for

reimbursement in accordance with the foregoing procedure for monthly and interim compensation and reimbursement of Professionals.

3. The Debtor shall include all payments made to Professionals in its monthly operating reports, detailed so as to state the amount paid to the Professionals.

4. All time periods referenced in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

Dated: April 24, 2006
Wilmington, Delaware

THE HONORABLE BRENDAN L. SHANNON
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

LG.PHILIPS DISPLAYS USA, INC.,

Debtor.

Chapter 11

Case No. 06-_____

NO ORDER REQUIRED
CERTIFICATE OF NO OBJECTION TO INTERIM APPLICATION FOR COMPENSATION AND REIMBURSEMENT OF COSTS
(Re Docket No. __)

On _____, 20__, _____ filed its Interim Application for Compensation and Reimbursement of Expenses (Docket No. __; the "Application"). The Notice filed with the Application provided an objection deadline of 4:00 p.m. (Prevailing Eastern Time) on _____, 2006. The undersigned hereby certifies that he has received no answer, objection or any responsive pleading with respect to the Application and that no answer, objection or any responsive pleading with respect to the Application has been filed with the Court.

Pursuant to the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the "Order") [Docket No. ____] the Debtor is authorized to pay [Movant/Applicant] $_____ which represents ___% of the fees ($ total fees) and _____% of the expenses requested in the [Application/Motion] for the period _____ through _____, upon filing of this Certification and without need for entry of a Court order approving the Application.

Dated: _____

By: _____
Counsel for _____

EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

LG.PHILIPS DISPLAYS USA, INC.,

Debtor.

Chapter 11

Case No. 06-_____

INTERIM FEE APPLICATION REQUEST

Name of Applicant: _____

Authorized to Provide Professional Services to: _____

Date of Retention: _____

Period for Which Compensation and Reimbursement is Sought: _____

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	Certification of No Objection Filing Date, Docket No.	Amount of Fees Paid (80%)	Amount of Expenses Paid (100%)	Amount of Holdback Fees Sought
TOTAL						